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Experience and Institutional Knowledge – the Keys to Overwhelmingly Positive Results for New Orleans for Decades

Our team has an unparalleled record of success in assisting the Council in its vital regulatory role. Throughout our many years representing and advising the Council, Clint Vince, along with the Dentons team, has handled several hundred proceedings at the federal, state and local levels. Our team has prevailed in the overwhelming majority of these matters, including some with billions of dollars at stake. Historically, and in recent years, we have been victorious against the top law firms in Louisiana, the region, and nationally. We are also pleased that most of these proceedings have been resolved with the unanimous approval of the Council.

Our experience and deep-rooted institutional knowledge means that our team fully understands the dynamics of New Orleans City Council governance and decision-making in a way that no other law firm in the country could. Clint Vince has personally argued or supervised every regulatory proceeding, lawsuit and appeal involving the Council's regulation of Entergy New Orleans, Inc. ("ENO") and its predecessors since he began representing the Council.

Collectively, no one knows more about the Entergy system and the complex framework of administrative and jurisprudential developments affecting New Orleans than our legal team. Our familiarity with the parties involved and our first-hand understanding of the evolution of the critical issues gives us an unmatched tactical advantage in the scores of proceedings we are handling on behalf of ratepayers before the Council, the Federal Energy Regulatory Commission ("FERC"), and in various courts.

The consistently positive results we have helped the Council to achieve for New Orleans are the reason why Clint Vince, along with his team, has been selected by the Council in every competitive process involving gas and electric utility regulatory legal advisors for the past three decades, often against formidable competition.

As important, our team has been repeatedly selected by a City Council whose members have changed frequently over the years and who have represented the entire spectrum of political and governmental philosophies. We believe that among this diversity of decision-makers, we have garnered a level of trust that has manifested itself over the years in frequent unanimity both with respect to our repeated selection, and to the Council's regulatory decisions.

Proven Ability to Deliver Winning Strategies for New Orleans

Our legal team has won an extraordinary number of cases before U.S. Courts of Appeals, including several important victories against the Louisiana Public Service Commission ("LPSC"). This track record is important because appeals go directly from FERC to the U.S. Courts of Appeals for the D.C. and Fifth Circuits. Experience and success in the federal appeals courts translates into victories for ratepayers.

We have also assisted the Council in achieving positive outcomes for New Orleans in a majority of the FERC cases we have handled. Over the years, we have, for example, assisted the Council in successfully defending benefits owed to New Orleans under the System Agreement by preventing the unfair shifting of costs by regulators in other jurisdictions to New Orleans ratepayers, whether by means of proposed tariff changes, improper or novel accounting methodologies, or artificial inflation of shared costs.

In the past few years, we also have successfully defended settlement proceeds and refunds approved or ordered by FERC in several proceedings, and we obtained a highly favorable decision from a FERC administrative law judge in connection with changes that Entergy proposed to make to the pricing of a power purchase agreement that our team helped to negotiate. That power purchase agreement has been tremendously beneficial to New Orleans, and this decision will yield additional savings for New Orleans ratepayers.

Often these successes stem from negotiations with Entergy that result in agreements affecting other regulatory jurisdictions over which the Council has no control. Importantly, we have repeatedly been victorious in defending the Council's regulatory positions, which has saved ratepayers hundreds of millions of dollars.

Even when FERC has disagreed with our arguments, our careful strategic planning and analysis of the issues, and consideration of all possible outcomes, has enabled us to convert the occasional FERC or appellate court setback into a positive result for New Orleans ratepayers. For example, when FERC permitted Entergy Arkansas, Inc. to withdraw unconditionally from the Entergy System Agreement and rejected the Council's protest that system generation facilities were developed for the benefit of ratepayers across Entergy's system and should continue to be shared, we succeeded in obtaining key language in a D.C. Circuit decision that laid the groundwork for the Council to usher in a new energy paradigm for New Orleans with a host of benefits to ratepayers. With that decision we were able to assist the Council in acquiring state-of-the-art generation for the City, in obtaining its own transmission pricing zone ("TPZ"), and in defending (and even improving) the terms of existing settlements and contracts executed on behalf of New Orleans ratepayers.

The legal Advisors have also assisted the Council in deploying targeted procedural devices such as prudence investigations and motions to show cause, which have served as a lever to overcome Entergy/ENO's occasional recalcitrance and resistance.

A Deep Bench with a Depth and Breadth of Expertise to Cover Multiple Matters Simultaneously and Effectively

Our "deep bench" is a critical component of effective and successful representation of the Council. It is not unusual to find members of our team engaged in multiple venues at the same time. The Dentons team is able to deploy capable, experienced and knowledgeable professionals to a Utility, Cable, Telecommunications and Technology Committee ("UCTTC") meeting while others on the team simultaneously handle FERC matters, Midcontinent Independent System Operator, Inc. ("MISO") meetings or Entergy Regional State Committee ("E-RSC") meetings. The breadth of our knowledge and experience allow us to meet with City administration on issues of critical local importance such as storm hardening, while at the same time other legal advisor team members are preparing an appellate argument to protect New Orleans ratepayers before the U.S. Court of Appeals for the D.C. Circuit. This broad-based coverage has become a prerequisite for representing the Council in the modern era of utility regulation.

Creative, Consensus-Based Outcomes Benefitting a Diverse Spectrum of Stakeholder Interests as a Primary Goal

Our team's success goes far beyond litigation and adversarial proceedings. Much of our success working with the Council has been due to our ability to bring parties together to achieve consensus resolutions that maximize the benefits for ratepayers while recognizing the legitimate interests of all stakeholders.

At the direction of the Council we have developed and promoted an open and transparent process that incorporates a diversity of views and stakeholder interests and often achieve carefully crafted settlements of major issues. These settlements avoid costly litigation and ultimately protect and advance the interests of all New Orleans ratepayers. This kind of consensus resolution can only be achieved with the respect and cooperation of a diverse constituency of stakeholders. Under the Council's leadership, despite vigorous disagreement at times, we have fostered and encouraged a welcome level of mutual respect and cooperation among the legal Advisors, Entergy, ENO and stakeholders.

Accordingly, our willingness to take an aggressive stance when necessary, combined with our experience with negotiated resolutions, has yielded extraordinary results for the Council and New Orleans for decades. Among some of the highly favorable solutions we have helped the Council devise for the benefit of New Orleans, we assisted the Council

- in the review and approval of ENO's acquisition of the Union Power Generating Station Power Block 1 to partially replace the antiquated Michoud generation facility. The acquisition, made at half the cost of a new build because it was purchased out of bankruptcy, will provide a double benefit to New Orleans ratepayers. **First, this acquisition will yield estimated cost savings in excess of \$175 million directly as a result of obtaining electricity from Power Block 1. Second, ratepayers will also realize enormous savings in avoided capital costs due to the deactivation of Michoud.** On top of these dual benefits, power generated by Power Block 1 will be more efficient and environmentally friendly than Michoud.
- in regulatory oversight and approval needed to secure additional generation from Ninemile 6, saving ratepayers estimated tens of millions of dollars. The Ninemile agreement is an example of the **creative problem-solving of the Dentons legal team.** There, **the legal team assisted the Council in obtaining new generation in the context of a traditional rate case where new generation would not ordinarily be addressed, and from a resource outside of the Council's regulatory jurisdiction.**
- in the **regulatory oversight and approval of ENO's securitization of a \$100 million storm reserve, which allowed ENO to cover outstanding Hurricane Isaac costs and establish a \$75 million storm reserve fund that will protect ratepayers from rate spikes** in the aftermath of storms and allow more rapid service restoration.
- **in terminating the Entergy System Agreement in a manner that transformed New Orleans from a grim future with potentially significant rate increases**

and power supply deficits, to a clear beneficiary of the System Agreement termination. As a result of the negotiated agreement, New Orleans will have clean, low cost, state-of-the-art generation for decades to come as well as its own TPZ. This latter benefit was particularly important because without it, New Orleans ratepayers would be forced to subsidize transmission projects in other jurisdictions that had no benefit for New Orleans ratepayers.

- in successfully integrating ENO into the MISO regional transmission organization("RTO"). **ENO has reported energy and capacity related benefits of \$13 million for 2014 and \$10 million for 2015.** The integration into MISO also substantially improved service reliability to ENO.
- in providing regulatory oversight and approval **for the historic integration of the Algiers service area into ENO to unify all New Orleans electric customers into a single electric utility under the sole regulatory authority of the Council.** This resulted in greater efficiencies while reducing regulatory costs.
- in its continuing efforts **to support, improve, and expand its award winning Energy Smart energy efficiency program.** The American Council for an Energy-Efficient Economy once called Energy Smart the "lone bright spot" in Louisiana when it comes to energy efficiency programs. Key to this success are numerous favorable legal decisions at the FERC that provided the Council with creative funding options for Energy Smart that did not require rate increases.
- in developing an approach to "decoupling," which removes the incentive for a utility to oppose energy efficiency programs because they reduce electric kilowatt hour sales, which impacts revenues and infrastructure investment. **Once completed, decoupling will enhance existing and create new energy efficiency programs.**
- in protecting ENO's entitlement to **more than \$60 million** from Entergy's Annual Bandwidth Remedy filings.
- in regulatory oversight to complete the **2012 Integrated Resource Plan ("IRP") and undertake the 2015 IRP, which is ongoing.** It became necessary in this process for the legal Advisors to assist the Council with the filing of a "show cause" order to require ENO to provide important information that was not properly addressed by ENO during the IRP.

As a result of these and other regulatory successes, electric rates in New Orleans are presently 20%-25% lower than the national average. In fact, we have assisted the Council in ordering five rate decreases over the past several years while also providing impressive rate stability. Even after integrating Algiers into ENO, the first

Algiers rate increase in nearly two decades was achieved by phasing it in gradually over a period of four years, and Algiers customers will still enjoy among the lowest rates in the region and in the U.S.

Our work with the Council has also resulted in a regulatory regime that has made ENO one of the cleanest electric utilities in the country with carbon emissions nearly 50% below the national average with only 4% of ENO's energy portfolio coming from coal-fired plants. This is an extraordinary result, which contradicts conventional wisdom that low rates and low emissions are incompatible.

Our team has a solid record of fostering consensus, cooperation and trust both among the City's various stakeholders, and within the Council itself.

Acclaimed Positive Results for New Orleans

The Council's regulatory efforts, supported by our legal and advisory team, have been repeatedly acclaimed as positive. For example, after an extensive investigation, the New Orleans Office of Inspector General issued a report in June 2015 on utilities regulation in New Orleans, which concluded that

[The OIG consultant] found that the Council had done an effective job regulating the City's utilities and that much of its effectiveness can be attributed to the input and efforts of the Advisors.¹

This is a significant victory in support of the Council's regulatory authority, particularly given the OIG's general bias toward a different regulatory model favoring a large in-house staff. In fact, although not explicit in the OIG's report, the OIG's own source materials highlight how remarkable the Council's results have been.

With a smaller staff than the regulatory bodies selected for comparison by the OIG, the Council's total regulatory costs are lower than two of the comparative jurisdictions and comparable to one. And while New Orleans regulatory costs are higher than the fourth comparative jurisdiction, **New Orleans has much lower electric rates over all than any of the comparative jurisdictions and significantly greater net benefits for New Orleans ratepayers.** This is a very important point. The Council's regulatory model, with its careful balance of outside consultants and internal staff, has provided dramatically better net results than the comparative jurisdictions referenced by the OIG. Further, the Council has achieved and maintained utility rates in New Orleans that are

¹ New Orleans Utilities Regulation, Final Report, New Orleans Office of Inspector General, at n.92 (June 17, 2015) ("OIG Report") (emphasis added).

among the lowest in the nation. This translates into hundreds of millions of dollars in savings for New Orleans ratepayers.

Cooperation and Coordination with CURO and Training Opportunities to Increase CURO Capabilities

Dentons has devoted considerable time working with CURO staff to enhance both their understanding of the regulatory issues the Council faces and their effectiveness in their regulatory roles. Among other things, we have provided training opportunities and have regularly invited CURO staff to internal seminars, and we alert CURO staff to valuable outside seminars and conferences. For example, our team assisted the Council and CURO in developing the *Future of Utilities Symposium*, sponsored by ENO this past March. This highly successful program brought together a national panel of industry experts to inform the Council and stakeholders on major trends in the electricity utility market and nationally recognized best practices in the utilities industry.

We also furnish CURO with regular reports and updates to assist with the development of institutional records of legal and regulatory proceedings. Further, we communicate continuously with CURO regarding the status and strategy for the numerous regulatory matters in which the Council is involved. Our team has always worked very closely with Council members, key Council staff and CURO, and prides itself on being responsive and accessible. All of our key personnel provide mobile phone numbers to Council members, their senior staff and CURO, making themselves available literally 24 hours a day, seven days a week.

Public Recognition by Councilmembers and New Orleans Stakeholders of Our Team's Outstanding Work

At the November 13, 2015 UCTTC meeting, Chair Jason Williams acknowledged the work of the Advisors in very complimentary terms:

But one thing I do want to make publicly clear is that this body, I, as a chair of the committee, have been very well served and very pleased with the work product of all of our consultants: Dentons' group, Legend's group, Wilkerson & Associates. They have led us through a very robust year in terms of keeping our rates low, in terms of keeping our commitment to Energy Smart.

And when that report came out from the inspector general, all of our consultants were supportive of some of the small cuts

that would need to be made. And I think it says a lot about the character of our advisors.

*No one, speaking as a lawyer, ever wants their bills cut, you only want your bills to grow. **But these advisors care about the city, they care about our citizens, and they've shown it through their efforts.***

I just want to publicly thank them for their commitment to making sure that we're as efficient and lean and nimble as we can be as we try to serve as regulators of this community.²

Similarly, Councilmember Susan Guidry commended our team on the negotiated termination of the Entergy System Agreement at the January 28, 2016 committee meeting:

[Y]ou know, the other operating companies [were] scrambling to do everything they could to benefit themselves in ways that hurt us.

And then to be looking out into what felt like the darkness to see what else, what other way there was for us to go and having that transmission company coming in and the possibility of going in two separate directions which seemed like it would not be beneficial and that it would be very costly and then having things wind up so well.

And that could have only happened because you guys are just, you're wizards. I mean, you're amazing, you truly are. And if there was ever any question about the value of our advisors on the utility committee, I think it solved -- it's answered today with this.

And so we really appreciate it. And I know our ratepayers can -- you know, it's really too much to understand for most everyone, but they should just know that this system of regulation of our utility, it works for the ratepayers and it has been working and it continues to work.

And thank you for all of your hard work...³

² UCTTC Meeting Transcript, 45:3-25 (Nov. 13, 2015) (emphasis added).

Council member Jared Brossett similarly was pleased with the benefits obtained on behalf of New Orleans ratepayers, and specifically the New Orleans-only TPZ, as part of the System Agreement settlement. During the September 30, 2015 UCTTC meeting, he said:

Thank you Chairman Williams, and I too want to commend our entire team, our advisors, Tom Stratton. I don't think the public knows how significant that we have our own--that we will have our own transmission pricing zone.

That means a great deal for the ratepayers and is more of a reason why we have experts, like you, defending the ratepayers and assisting us here on the City Council, and I just want to commend you, and I hope the naysayers are watching. You know, you are important as you travel across the country in DC and fight for us down here in New Orleans at FERC, and so forth. And I just--I am really glad that the transmission pricing zone is ours. And, so, thank you.⁴

Major stakeholders in the City have also acknowledged the work of our team, together with the other advisors, in achieving seemingly improbable results for ratepayers. At the November 13, 2015 UCTTC meeting, Casey Roberts, Chief Executive Officer of the Alliance for Affordable Energy, commented on the success in finding funding for Energy Smart without resorting to a rate increase:

*The Alliance for Affordable Energy supports the mechanism for funding Energy Smart using the refund for the tax allocations. **We continue to be surprised and impressed that the advisors find these pockets of money to help manage our rates here in New Orleans and to help fund a very important energy efficiency program which directly helps customers lower their bills, but also helps manage our entire demand on the grid.** So the Alliance for Affordable Energy supports the resolution.*⁵

Even local media have acknowledged the good work of the Council and its Advisors. Commenting in the post-Katrina environment, columnist Clancy DuBos reflected on the historical success of the Council and its advisory team:

³ UCTTC Meeting Transcript, 16:22-17:22 (Jan. 28, 2016) (emphasis added).

⁴ Audio tape: UCTTC Meeting at 19:21-20:27 (Sept. 30, 2015) (emphasis added).

⁵ UCTTC Meeting Transcript, 36:8-19 (Nov. 13, 2015) (emphasis added).

*Lower rates do not happen by luck or accident. **Utility regulation is a painstaking, complex, often thankless task, and doing it effectively takes a team of top-drawer advisers, analysts and attorneys...**Truth is, the New Orleans City Council and its utility consultants since 1985 have saved local ratepayers billions in excessive costs, including more than \$1 billion in Grand Gulf charges that the utility was forced to absorb....⁶*

In an earlier Katrina-related article, DuBos especially acknowledged legal Advisor Clint Vince:

*Council members took their bows as the [post-Katrina] agreement was announced, as they should, **but the real hero of the white-knuckle talks with Entergy New Orleans (ENO) was (advisor) Clint Vince...**who behind the scenes has helped save New Orleans ratepayers hundreds of millions of dollars during the years he sparred with Entergy lawyers and analysts.⁷*

Dentons is very pleased with these acknowledgements. They represent an awareness of the ultimate goal of utility regulation – protecting the interests of the ratepayers. They also represent an acknowledgement of the effectiveness of the relationship between the Council and the legal Advisors, forged over decades, which provides the Council with the tools necessary to achieve that ultimate goal. Simply put, it is an extremely successful relationship.

Extraordinary Value for the City and its Ratepayers

With the assistance of Dentons, the Council has achieved a decades-long, unbroken string of successes for New Orleans ratepayers. Legal talent is not fungible, especially in the highly complex world of utility regulation. Costs must be measured against results -- savings and benefits to ratepayers, quality of service, achievement of the Council's overarching goals of regulation.

Importantly, in virtually all aspects of our work on behalf of the Council and ratepayers, we are out-numbered and out-spent by Entergy, which enjoys the support of Fortune 500 status and resources in everything it does. Nonetheless, our firm has consistently provided excellent results, with a long-running tally of regulatory successes, within

⁶ "Power Play," *Gambit*, Clancy Dubos, Apr. 10, 2007 (emphasis added).

⁷ "Power to the People," *Gambit*, Clancy DuBos, Oct. 31, 2006 (emphasis added).

whatever budget the Council has selected. Dentons' rates have been heavily discounted and are substantially lower than firms of comparable size and experience.

About Dentons US LLP

No other law firm in the U.S. possesses the comprehensive level of experience and expertise of our energy group with respect to the City Council's regulation of Entergy, or, more broadly, with respect to the energy sector generally. Dentons has one of the largest and most comprehensive energy and environmental practices in the world, with over 1,000 professionals globally who focus on every aspect of the energy industry. In the U.S., roughly 200 professionals are engaged on energy and environmental issues and practice before many key regulatory agencies throughout the U.S. We are deeply involved with FERC and state regulatory commissions and provide industry-leading advice in the regulatory compliance, transmission, smart-grid, renewable power, electric and natural gas practice areas.

Our team is very highly regarded at FERC. We are intimately familiar with the inner workings at FERC, are engaged in cases before FERC on a daily basis and have an excellent professional relationship with its Commissioners, senior staff and administrative judges. Members of our Energy Group have worked as attorney advisors at FERC. Our first rate FERC expertise and offices in Washington, D.C. are of critical importance to the Council as many of the cases with the largest dollar effect on New Orleans ratepayers are litigated at the FERC and it is critical to New Orleans ratepayers to maintain this level of expertise.

Dentons is the world's first polycentric global law firm and now is the world's largest law firm, serving clients in more than 125 locations, including in New Orleans. A top 20 firm on the Acritas 2015 Global Elite Brand Index, the Firm is committed to delivering consistent and uncompromising quality and value in new and inventive ways. Driven to provide clients a competitive edge, and connected to the communities where its clients want to do business, Dentons knows that understanding local priorities and concerns is crucial to successfully completing a deal, resolving a dispute or solving a business challenge.

Important for the Council's utility regulatory function, members of the Dentons team are active and have leadership roles in some of the most influential and dynamic policy and thought leadership organizations in the world. Our work in this arena allows us to be on the forefront of trends, not only in New Orleans and the Southeastern U.S., but throughout the world. What this means for New Orleans is that our team has unparalleled access to industry leaders and the ability to analyze developments and strategies as they play out in other parts of the world – often out of the spotlight – and

then to work with the Council and stakeholders to adapt to trends and implement those strategies, technologies and best practices that will be successful for the City. There is simply no other law firm in the world that has our geographic reach and integrated understanding of the energy and environmental issues facing regulators and industry participants on a local, regional, and global level.

A sampling of Dentons involvement in policy and thought leadership organizations includes:

- *The Aspen Institute - 2015 and 2016 Co-Chair and Member of the Advisory Committee, Energy and Environmental Forum*
- *World Resources Institute (Ranked #1 Environmental, and Energy Resource think tank in the world) - Executive Committee Member of the Board of Directors since 2011, Chair of the Development Committee, Co-founder of the Global Advisory Committee and Co-founder and Member of the Renewable Energy Council*
- *Alliance to Save Energy, Executive Committee of the Board of Directors, Member and Outside General Counsel since 2014*
- *Keystone Policy Center - Board of Directors, Executive Committee Member since 2012, Co-Chair of Main Board 2008-2010, and Co-Chair of the Energy Board 2003-2008*
- *Center for Strategic and International Studies - International Policy Roundtable (Named #1 security and international affairs think tank in the world)*
- *Atlantic Council - Board of Directors, General Counsel*
- *Business Executives for National Security - Energy Council and Task Force for Cyber Security, Board of Governors*
- *Energy Bar Association - President*
- *North American Energy Standards Board - General Counsel*

Dentons also participates in the *American Public Power Association*, the *American Council On Renewable Energy*, the *National Association of Regulatory Utility Commissioners*, the *Women's Council on Energy and the Environment*, the *Environment and Conservation International*, the *Charitable Foundation of the Energy*

Bar Association Foundation, the Foundation of the Energy Law Journal, and the United States Association for Energy Economics.

Our Global Reach

 Lawyers*
7300+

141
locations



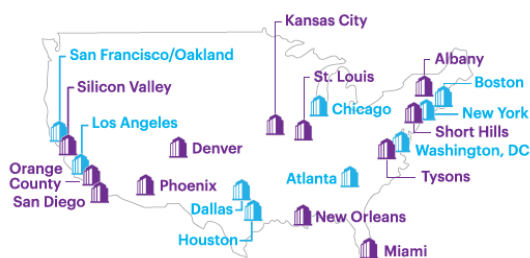
58
countries



70+ 
languages

40
practices

24
sectors

...and local



 Dentons US location
 Top 10 legal market

 **1100**
US lawyers and
professionals

21 
locations

Dentons has offices in 21 US locations, including nine of the 10 largest US legal markets.
*Numbers reflect all combinations announced in 2015, as of December 31, 2015

Engagement with Our Communities

 **500+** inner-city kids
educated every year
with Legacy Charter School

20,000+ KEEN volunteers trained
to serve children with disabilities

 More than **1000** people
educated on human
trafficking

1.3 million children treated by
 Friends Without a Border

5027
meals served to **4554**
adults, **261** children
and **212** caregivers



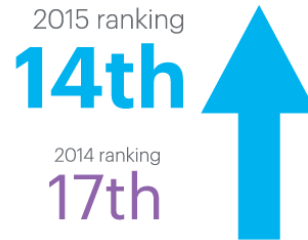
Recognition and Accolades

- Named the “Energy Firm of the Year” by the ***Who’s Who Legal Awards, 2015, 2016 and 2017***
- Named Tier 1 firm in seven categories and recognized for work in 15 countries and four regions by the IFLR1000 in the fourth annual edition of its ***Guide to Energy and Infrastructure, 2016***
- Ranked globally in Projects & Energy - ***Chambers Global, 2015***
- Named “Professional Services Company of the Year 2015 - Legal” in the CEE energy sector —***CEE Energy Awards, 2015***
- Ranked Tier 1 Firm for Energy law - ***US News Best Lawyers, 2014-2016***
- Named “Most Dynamic Energy Practice in the U.S.” - ***The Energy Daily (US), 2010, 2012***



In a survey of 1,059 purchasers of legal services who reside at organizations with more than \$1 billion in revenue, Dentons has earned a coveted top 20 ranking as one of the most recognized legal brands on the Acritas 2015 Sharplegal Global Elite Brand Index. The youngest brand included in the top 20, Dentons was 14th in the 2015 rankings, moving up three spots from its 17th position in the 2014 index. The Firm’s greatest gains this year recognized strengths

in multijurisdictional deals and litigation, making Dentons’ global platform a key driver of its brand position.



ABA Journal Top 10 Important Legal Stories of 2015

“Dentons made numerous headlines in 2015 as the global goliath acquired or merged with multiple other firms to solidify its status as by far the largest law firm by lawyer headcount in the world.”

“Many law firms will exaggerate their capabilities to their clients and say that they can meet their clients’ demands even before the client is finished asking the question—even if they really can’t,” Dentons’ Global Chairman Joe Andrew said in November after the Pacific Rim combination. “We want our firm to have the kind of talent and depth to be able to say yes without hesitation, and mean it.”



Dentons is one of only 40 firms to make BTI Consulting Group’s “Honor Roll of Most Feared Law Firms” in the legal consultancy’s annual litigation report, BTI Litigation Outlook 2016.

Institutional Knowledge and Experience are Essential to Effective Protection of New Orleans Ratepayers

Long-term relationships exist for a reason. The relationship between the legal Advisors and the Council has endured for all these years because it functions so well. Members of the Dentons team have partnered successfully with the Council on literally every utility regulatory matter for more than thirty years. This kind of cumulative institutional knowledge creates not only unparalleled strategic advantages for future regulation of ENO, but also creates extraordinary cost savings for the ratepayers. **In fact, Dentons has deeper experience and institutional knowledge of the practices, procedures, activities and litigation history of ENO and the Entergy System than all but a few of Entergy's own officials.**

Some of the most significant ongoing matters we are handling on behalf of the Council include:

Ongoing local matters

- **Ensuring Adequate, Cost-Effective, Reliable and Resilient Energy Resources and Infrastructure for New Orleans:** The Advisors have assisted the Council in ongoing efforts to solve significant generation, reliability and cost issues facing New Orleans ratepayers. This has been accomplished by, among other things, approving the deactivation of the outdated and inefficient Michoud facility and by facilitating the acquisition of replacement power supplies from state-of-the-art generation. The Advisors have also assisted the Council in the ongoing efforts to increase energy efficiency measures, promote demand-side management programs, and incorporate renewable energy resources into ENO's portfolio of energy resources. The acquisition of the 495 MW Union Power Station Power Block 1 will meet about half of the city's future generating needs, and will result in huge savings to ratepayers over the life of the unit. The Advisors have, and will continue to, assist the Council in developing highly creative mitigation mechanisms for customer billing impacts associated with the acquisition.

The Advisors also assisted the Council in negotiating a 100MW renewable resource commitment from ENO in connection with the NOPS proposal. That project is currently underway.

- **ENO Internal Restructuring:** ENO recently proposed a complex restructuring of its company that required very careful analysis and oversight. The legal Advisors have dissected the proposal to make sure the Council was fully informed before in modifying and approving the proposal in a way beneficial to New Orleans ratepayers.
- **Physical and Cyber Security:** It has become an internationally acknowledged fact that one of the most pressing concerns in the coming decades is the security of critical

infrastructure against both physical and cyber attacks. It is also widely acknowledged that our national electric grid is particularly vulnerable. In response, federal regulatory agencies like the North American Electric Reliability Corporation (“NERC”) and FERC have started the process of developing, proposing and implementing comprehensive critical infrastructure security regulations. The Council’s legal Advisors, at the direction of the UCTTC, have been active in monitoring the NERC/FERC process and beginning to work with ENO to assure that the Council is fully informed with respect to status of and compliance with the evolving security standards. This process will only increase in importance and will continue for decades to come. The nation’s electric grid is arguably the most complex and critical infrastructure that other sectors depend upon to deliver essential services, necessitating municipalities and businesses alike, to address cyber security to enhancing the grid’s security and reliability. Our team works side by side with clients to create solutions through remedying vulnerabilities, understanding legal requirements and ultimately, mitigating risk.

- **Storm Hardening:** ENO has consistently been elusive in responding to Council orders to propose meaningful storm hardening measures. Previous responses have fallen well short of proposals to effectively harden the system. The Council redoubled its insistence that real storm hardening occur by including the issue in a Council “show cause” order, which resulted in real progress. The legal Advisors have been in the forefront of pushing toward this goal.
- **Energy Efficiency:** The Advisors have worked under the leadership of the Council in creating, developing, maintaining, and expanding the award winning Energy Smart program. The next few years will see a vast expansion of energy efficiency programs worldwide. Because of Energy Smart the Council is poised to be a leader in this expansion. The legal Advisors have a remarkable track record in negotiating settlements of various matters that leveraged Energy Smart funding into the mix. Our experience in these matters will be invaluable as the Council tackles these new and expanding challenges.

The Council will also face unique challenges in combining the limited legacy Algiers energy efficiency efforts into the well-established ENO Energy Smart programs now that Algiers is part of ENO. The legal Advisors have worked with the Council on every aspect of both energy efficiency and the Algiers integration, which means we have the full breadth of experience to assist the Council in this very important matter.

- **Retail Rate Matters:** One of the most complex and important regulatory undertakings will occur during the next several years, a full base rate case. Scheduled for 2018, the run up to and follow up after will require the knowledge and

experience that the legal Advisors have brought to all retail rate matters over the last three decades. The outcome of these proceeding will affect all ratepayers and stakeholders for years to come.

- **Integrated Resource Planning:** The Advisors ushered the 2012 IRP process to a close. This was a daunting undertaking, which required the full attention of the legal Advisors and even with that, ENO's continued resistance to transparency and community input stoked critics who desired a better process. As a result, the Advisors assisted the Council with show cause motion requiring Entergy to be more responsive. The 2015 IRP process is well underway, but likely will not be completed until 2017. This is another very significant regulatory responsibility that the Council will face over the next several years.
- **Customer Service and Customer Rights:** The Advisors also assist the Council in addressing customer rights and customer service issues. In past years, the Advisors have assisted the Council in amending ENO's Service Regulations and Customer Bill of Rights; and developing an effective impartial Customer Complaint and Dispute Resolution process.
- **Gas Rebuild:** As a result of Hurricane Katrina, the New Orleans gas system was essentially destroyed, and Dentons/Wilkerson continue to monitor the progress and quality of the rebuild, which to date ENO has achieved without rate increases. Completion of this process will offer unique challenges as insurance proceedings are nearly depleted.

Ongoing FERC matters

FERC plays a crucial role as a federal referee in disputes among the Council, Entergy (and its Operating Companies), and Entergy's other retail regulators. Historically, FERC cases, especially litigation involving the Entergy System Agreement, take years to prosecute and are highly inter-related with local ENO issues and thus often have a very direct and significant economic impact on New Orleans ratepayers. These FERC cases are invariably high-dollar matters that can result in huge financial savings for New Orleans ratepayers. While the System Agreement will soon be terminated, it will take some time to wind down all of the existing System Agreement litigation, and there is still likely to be a great deal of activity needed at FERC to protect New Orleans' interests as the Entergy Operating Companies adjust to operating as individual entities within the larger MISO context.

The winding down of the System Agreement and related Bandwidth litigation will likely continue for the next two to three years. More than a dozen matters related to the System Agreement and its Rough Production Cost Equalization provisions are presently

in active litigation before FERC and/or the federal appellate courts. Many of these cases have been litigated over the course of a decade or longer. These pending proceedings are all at various procedural stages, and all require careful analysis of positions taken by the parties in prior cases (both in the same FERC docket as well as in related past and pending dockets) and of the impact of numerous settlements on the positions and issues raised in each proceeding. Given the intricate history of the proceedings and the changing relationships among the parties, a deep-rooted institutional knowledge is essential to bringing these matters to successful resolution for New Orleans.

At the same time that the Council is defending the interests of New Orleans in the unwinding of the System Agreement, the Council must also ensure that the replacement arrangements result in adequate and reliable generation and transmission to serve New Orleans going forward.

The Council's advocacy and winning track record in hundreds of FERC proceedings over the past several years has been informed by the long, intimate history that the Dentons' team has with the Entergy System and the parties and interests involved, by our deep understanding both of FERC jurisprudence and politics, and by our familiarity with the FERC Administrative Law Judges who oversee the proceedings, the combination of which has prevented tens of millions of dollars in costs from unjustly being borne by New Orleans ratepayers.

Ongoing MISO Matters

In December 2013, ENO along with the other Entergy Operating Companies, was integrated into MISO's open and competitive transmission and generation markets. The Council's continued vigilance over ENO's membership in MISO is essential over the next few years as the five-year transition period for Entergy's integration runs its course and the Council evaluates whether the benefits of ENO's continued membership in MISO are commensurate with the costs to the City's ratepayers. The most pressing include:

- ***MISO Competitive Retail Solution proposal*** – MISO's proposal to address Resource Adequacy in retail choice areas of MISO footprint. This is being discussed in a MISO stakeholder forum and is scheduled to be finalized and filed at FERC in the third/fourth quarter of 2016.
- ***Cost Allocation Methodology Review*** – MISO has initiated a review of its cost allocation methodologies for transmission development in MISO. MISO has

prioritized the identified issues and is developing work plans for the review and implementation of possible changes to existing methodologies. Advisors are actively engaged in the stakeholder discussions to ensure any changes do not cause inappropriate cost shifting to New Orleans and MISO-South, more generally.

- ***MISO Cost Recovery*** (FERC Docket No. ER14-1736) – This proceeding involves the settlement negotiations for MISO’s cost recovery and allocation of charges incurred under the MISO/Southwest Power Pool (“SPP”) Joint Operating Agreement (“JOA”) Settlement (FERC Docket Nos. ER14-1174, *et al*). If a settlement cannot be reached, then this case will go to hearing in 2017. The Advisors are actively engaged in the settlement negotiations to preserve the gains achieved under the settlement and to minimize the cost shifting to New Orleans and MISO-South.
- ***Capacity Benefits stakeholder process*** - Under the current FERC Docket No. ER14-1736 settlement agreement, MISO is to initiate a stakeholder process within three months after a settlement is filed to explore whether there are capacity benefits from the increased transfer capabilities between North and South and if a portion of the costs from the MISO/SPP JOA Settlement can be allocated to those who are receiving capacity benefits. This stakeholder proceeding is likely to be highly contested and will involve significant engagement by Advisors to try and capture the additional benefit of reduced allocations to the City and MISO-South, more generally.
- ***Entergy’s continued MISO membership*** – Entergy has provided Advisors with some preliminary information regarding analysis that will be performed to evaluate ENO’s continued membership in MISO after 2018. Entergy is expected to run its models and share preliminary results with Advisors in the third/fourth quarter of 2016. Entergy plans to file its application with the Council in the second/third quarter of 2017 explaining why continuing MISO membership has been beneficial to New Orleans ratepayers.
- ***OMS policy statement/comment process*** – The Organization of MISO States (“OMS”) is engaging its members in a review of its process for developing policy statements and the filing of comments with MISO and at FERC. As part of this process review, OMS is likely to discuss (and possibly develop policy statements/comments on) issues of critical importance to the City in 2016/2017, including seams issues, regional and interregional cost allocation, and Resource Adequacy. The Advisors are actively engaged in these discussions to ensure that the City’s interests are protected and adequately represented in any OMS submittals.

- ***Entergy Regional State Committee*** - The Advisors are assisting the Council in its participation in E-RSC. The E-RSC, established in 2009, is a compact between the Council the other retail regulators (the Arkansas Public Service Commission, Louisiana Public Service Commission, Mississippi Public Service Commission, and the Public Utilities Commission of Texas) and Entergy regarding many aspects of Entergy's operations of its System, in particular its transmission system. Now, with the integration of the Entergy Operating Companies into MISO, the E-RSC serves an important role in ensuring that the interests and concerns of the retail regulators in the MISO-South sub-region are heard. In this regard, the Advisors assist the Council by providing technical, legal and policy analysis on a variety of transmission issues, including MISO proposed tariff and operational revisions, which could have significant cost impacts on New Orleans ratepayers. Evaluating these issues requires an in-depth understanding of RTO energy and capacity markets, market rules, congestion costs, locational marginal pricing mechanisms, cost benefit analysis processes, electric system modeling tools and federal legal precedent.

The Council + Dentons = A Long History of Success

Our long relationship with the Council has resulted in real savings to New Orleans ratepayers that far exceed the Council's regulatory costs. **Our team has won the overwhelming majority of its cases against Entergy and other state regulators on the Entergy system,** an impressive statistic given that we typically find ourselves in opposition to one or more Entergy affiliates with the backing of a Fortune 500 corporation, complete with in-house lawyers, outside lawyers (whose hourly billing rates far exceed our discounted rates), and technical staff or outside consultants that generally outnumber the Council's Advisors by a margin of at least 3-to-1. Among the most significant historical achievements of the Council with the help of our team are:

- ***Reallocation of Grand Gulf Costs Saves \$2.6 Billion***

The Council's extraordinary track record in protecting New Orleans ratepayers is vividly illustrated by the remarkable string of victories in state and federal courts and at the FERC in litigation arising from New Orleans Public Service, Inc.'s ("NOPSI") (now ENO) attempt to pass through to New Orleans ratepayers its federally-determined allocation of costs associated with the Grand Gulf nuclear plant and the Council's subsequent disallowance of \$135 million on prudence grounds. In doing so, Clint and his team defeated a million-dollar lawsuit initiated by NOPSI against the Council.

Before the FERC, Clint Vince and his team, working with other Entergy regulators, assisted the Council in reducing NOPSI's (now ENO) share of Grand Gulf No. 1 from 29.8% to 17% flowing through to New Orleans ratepayers, resulting in \$2.6 billion in

savings. Ultimately, our team assisted the Council in negotiating a settlement at FERC, which netted a total of \$483.3 million in savings from Grand Gulf No. 1 refunds, Grand Gulf No. 2 cost reductions, future Grand Gulf No. 1 cost reductions, and certain tax audit refunds.

- ***Global Settlement Yields \$ Hundreds of Millions in Savings to Ratepayers***

In 2003, our team helped the Council save over \$30 million for ratepayers by reducing Entergy's requested rate increase, resulting in a \$14.2 million annual savings for ratepayers, and negotiated a global settlement which brought highly sought after solid fuel resources to ENO. This victory was a "triple play" because it resolved three cases in a manner that provided: (1) financial savings to ratepayers; (2) ratepayer protection from the volatility of natural gas prices; and (3) an opportunity for ENO to improve its financial health so it could provide affordable and reliable energy while improving customer service and satisfaction. In addition,

ENO agreed to settle the Council's pending investigation into overcharges collected by ENO.

- ✓ The first case resolved ENO's rate increase application filed in May 2002. The Council's decision reduced ENO's requested increase in electric and gas rates by nearly \$14 million. In addition, consumers enjoyed retail rate stability for the next two years under the two-year pilot Formula Rate Plans established in this case.
- ✓ In resolution of another proceeding before the Council, ratepayers were protected from gas price volatility by the Council's approval of Purchased Power Agreements that diversified ENO's supply portfolio to include lower cost fuels. The settlement yielded over \$16 million in savings during the first two months it was in effect. Ratepayers saved over \$270 million within the first five years of the settlement.
- ✓ The settlement also resolved the Rough Production Cost Equalization case before FERC. Among other things, that case addressed unjustly disproportionate production cost allocations among the Entergy Operating Companies. Successful negotiation of the Purchased Power Agreements, which have reduced ENO's fuel-related operating costs, allowed the Council to settle its primary issues in the case. FERC's final decision in this case established a production cost allocation mechanism known as the "Bandwidth Remedy," which provided \$6.5 million in payments that benefited New Orleans ratepayers in 2008 and \$25 million in payments in 2011.

- ✓ An agreement was negotiated under which there was no increase in rates in the first electric and gas Formula Rate Plan proceeding in 2004. This agreement saved ratepayers \$1.3 million as compared to ENO's original request to increase rates.
- ✓ The Purchase Power Agreements were successfully defended from attack by the LPSC at FERC. The LPSC, which had chosen not to settle its case, tried to argue that our lower cost power contracts should be modified so that most of that power (210 MW) would serve Entergy Louisiana, which would have left only 14 MW to New Orleans. The Council succeeded in defeating this claim and retained the Purchase Power Agreements for the benefit of New Orleans customers.

- ***Hurricane Katrina Response***

The Advisors teamed with the Council to respond to Hurricane Katrina and to work with ENO to quickly restore normal utility operations with minimal rate impacts on New Orleans consumers. Within 48 hours of the levee breaches, daily communications with Council members and ENO were established to address (and anticipate) emergency regulatory and utility issues. The Advisors assisted the Council at its first post-Katrina meeting (held in the Louis Armstrong Airport) to draft and implement more than 15 emergency resolutions.

New Orleans ratepayers avoided potentially massive post-Katrina rate increases, which many pundits estimated would be as much as 150%. Rather, the Advisors achieved a 2006 rate settlement that held proposed rate hikes to only a single-digit increase. Other significant ratepayer protections that were developed were:

- ✓ ENO's unwinding of its natural gas hedging contracts, which gave ENO an immediate influx of \$8 to \$12 million dollars needed to maintain its skeletal operations in the city.
- ✓ Coordination with ENO to arrange for the sale of surplus power from the Grand Gulf nuclear facility into the wholesale markets, which generated \$40-\$50 million in revenues ultimately benefiting New Orleans ratepayers.
- ✓ Supervision of billing for all ratepayers unable to accept power to ensure that as ratepayers returned, there would be no cut-offs due to inability to pay for service.
- ✓ Establishment of a 10-year, \$75 million storm reserve fund to assist in future crises.
- ✓ Aided the Council in developing an Accelerated Restoration Plan to speed up Entergy's restoration efforts. The Council required Entergy to develop a plan to expedite electric and natural gas restoration throughout the City. Within three

weeks of implementation, electric and gas service was available to all ratepayers able to receive it in all but the most heavily damaged areas of the City.

- ✓ As a result of the successes from many of these efforts, the Council and our team have received national recognition for assisting in the development of creative solutions during this national tragedy. The following articles provide a sampling of this positive coverage: Natural Gas & Electricity, *New Orleans Energy System Recovery a Huge Success* (February 2008); Legal Times, *Re-Energizing After Hurricane Katrina* (June 12, 2006); Gambit Weekly, *Power to the People* (October 31, 2006); Natural Gas & Electricity, *New Orleans Calamity Gives Lessons In Utility Preparedness* (March 2007). In addition, the National Association of Regulatory Utility Commissioners asked that we make a presentation at its national convention of these solutions as a case study of how regulatory bodies/utilities may minimize the impact of future natural disasters.

- ***Five Consecutive Rate Decreases Keep New Orleans Rates Among Lowest in Louisiana and the Nation***

Thanks to Council oversight, the City has enjoyed significant utility rate decreases over several years, an unprecedented result in municipal utility regulation:

1. After Hurricane Katrina destroyed ENO's electric and gas infrastructure in New Orleans, reduced the City's population and virtually eliminated ENO's base rate revenues, ENO filed a petition in bankruptcy court in an attempt to develop a plan to meet its financial obligations and to remain solvent. With the assistance of the Council's Advisors, ENO received \$200 million in Community Development Block Grant funds from the Louisiana Recovery Authority to offset a portion of its storm restoration costs. In late 2007, the Council determined that the return of the City's population had occurred at a faster rate than originally anticipated. As a result, the Council implemented a recovery credit rider resulting in a \$10.5 million reduction in electric base rates.
2. Beginning in 2008, the Advisors litigated the first full rate case involving review of all of ENO's finances and operating expenses and practices since Hurricane Katrina. In early 2009, the Advisors successfully negotiated a settlement agreement that reduced electric and gas bills by a combined total of \$30.3 million annually as compared to ENO's proposed initial rate request. That settlement also cemented the development of the Energy Smart program (described below), and established New Orleans first-right of refusal to enter into a purchase power contract for any new generation to be built in the Amite South region surrounding New Orleans.

3. In 2010, the Advisors conducted a comprehensive evaluation of ENO's 2010 Formula Rate Plan, after which the Council approved a settlement that reduced electric rates by \$18 million annually.
4. In September of 2011, New Orleans ratepayers enjoyed its fourth consecutive rate decrease in as many years when the Council, with the assistance of the Advisors, approved a settlement that included a \$12.1 million rate decrease.
5. In May 2012, the Advisors reviewed ENO's 2011 earnings and other data, and reached a settlement that included a \$6.5 million decrease in electric base rates and no increase in gas rates.

Energy Smart Program and NOLA Wise

Our team assisted the Council in the negotiation, funding, and ongoing implementation of an energy efficiency program known as the Energy Smart Program. Under the 2009 rate case settlement, ENO has applied \$3.1 million of its rates annually to the Energy Smart Program. This amount is in addition to the \$1.85 million in initial seed money that the Council instructed ENO to set aside for energy efficiency programs.

More recently, under the Council's leadership, the Advisors successfully integrated the NOLA Wise energy efficiency program with Energy Smart. NOLA Wise is a comprehensive residential and commercial energy efficiency program for existing buildings in the city, including access to tools and incentives to improve energy efficiency by 15% or more.

These programs benefits all ratepayers and slow customer demand for more electricity, which delays or reduces the overall need to construct new power plants. The Energy Smart Program is now entering its sixth program year and has been recognized as a model for the state and has twice been awarded the EPA Energy Star Partner of the Year: Energy Efficiency Program Delivery, in 2016 and 2014.

The Dentons Team Brings with it an Unparalleled Pool of Legal Talent, also Available to the Council, in Important Areas Related to Utility Regulation

In addition to its highly regarded Energy Practice, Dentons has a nationally recognized Environmental and Natural Resources practice with extensive experience in energy-related environmental matters. The Environmental and Natural Resources practice is co-led in the U.S. by Matthew Adams and Peter Gray. Matthew Adams has extensive experience advising clients on environmental, land use, water, and climate change issues related to energy, infrastructure, and development projects, with a particular focus on matters arising under the National Environmental Policy Act ("NEPA"), the

National Historic Preservation Act (“NHPA”), and other environmental impact assessment requirements. Matthew also advises clients on matters related to the protection of indigenous cultural and historic resources, including environmental review requirements and project development issues.

Peter Gray has over 30 years of experience in environmental law, with a wide range of matters, including cases involving cleanup of contaminated property under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”) and hazardous materials cases under the Resource Conservation and Recovery Act (“RCRA”). He regularly represents clients before numerous federal agencies such as the Environmental Protection Agency and the Department of Transportation and counsels clients on hazardous materials management, release reporting requirements and climate change. Peter has been recognized by Chambers USA as a leading Environmental attorney in the Washington, DC area and in Super Lawyers as a leader in his field. He has also been recognized by Corporate Responsibility Magazine’s 2014 Legal Who’s Who in Environmental Law.

Dentons also offers access to our nationally regarded Public Law and Policy Strategies Practice which, in addition to having a strong Washington, D.C. presence, offers *Dentons 50*, a full service, 50-state public policy and advocacy network offering unrivaled reach and depth in state capitols across the nation for clients in all industry sectors

Having access to this outstanding part of Dentons’ practice provides a vast array of complementary professional services including legislative advice and political intelligence at the highest levels covering FERC, the White House Administration and the U.S. Congress and state governments. This advice and information, which covers issues germane to the Council, such as climate change, renewable energy, cyber and physical security, transmission, smart-grids, tax, transactional, natural resource and energy regulatory matters, is provided daily to the leaders of the energy practice to help establish strategies important to the Council.

In short, we provide all the benefits of a large global law firm, such as the ability to pull in subject matter experts on any energy issue that may develop. At the same time, we have a team of lawyers attuned to everyday issues facing the City Council and New Orleans ratepayers at a cost-effective level compared to other international law firms.

Commitment to Diversity

Diversity and inclusion are driving principles behind Dentons' vision and strategy: to provide clients inventive, sophisticated solutions, while sustaining a rich and vibrant workplace, and promoting positive social change.

Dentons reflects the diversity of our clients and of the communities in which we work and live. Harnessing the unique perspectives of our people locally and across our global organization is a business imperative. Dentons draws on their talents and insights to provide clients with local knowledge and sector experience in every legal tradition in the world, connecting our clients with high-quality lawyers who understand their business, wherever they do business.

Dentons believes that diversity and inclusion are essential to the success and strength of our Firm and the quality of its advice to, and representation of, its clients. Dentons is committed to providing a flexible environment where everyone respects, supports and learns from our collective skills, talents and differences. By attracting, supporting, promoting and retaining individuals from all backgrounds, inclusive of race, ethnicity, faith, religion or spiritual beliefs, gender, gender identity, age, sexual orientation, abilities, social perspective and other characteristics, Dentons creates a dynamic and inclusive work environment that is critical to its success.

In July of 2016, Dentons received the *Women in Law Empowerment Forum's* Gold Standard Certification for the fourth consecutive year, a designation given only to a select group of law firms that objectively demonstrate the progress of women across key criteria. The Human Rights Campaign Foundation's Corporate Equality Index gave Dentons a perfect score of 100 in 2015 and in six of the prior seven years. In the Equality Illinois 2016 Law Firm Survey, Dentons was recognized as one of the top Illinois law firms for LGBT inclusiveness and equality. In addition, based on Dentons' 2014 diversity survey response, Dentons earned the MetLife Annual Diversity Award for having the highest percentage of diverse partners on its management committee among MetLife's Preferred Provider Law Firms.

In 2014 Dentons entered into a first-of-its-kind association with a South African Level 1 Black Economic Empowerment (BEE) qualified firm, KapdiTwala, to create Dentons South Africa. KapdiTwala is the most highly-regarded specialist energy law practice in South Africa and the association will provide a platform of opportunities for black South African lawyers to use the Dentons network to specialize and develop careers in the energy industry, in South Africa, the larger region, and globally. KapdiTwala will continue to be a Level 1 BEE status firm, 100% owned by local partners.

In addition to firm-wide recognitions and efforts, in 2012, the head of the Dentons team, Clint Vince, was awarded the Women's Council on Energy and the Environment's Champion Award, an award given only to those individuals recognized for their

accomplishments in championing the advancement of women in the fields of energy and the environment. Presley Reed and Emma Hand, key members of Clint's team, serve on the Firm's U.S. Diversity & Inclusion Committee. Presley also serves on the Firm's Global Diversity & Inclusion Committee and he is the co-chair of the Firm's Black Professional Affinity Network.

Corporate Responsibility

Corporate social responsibility is an intrinsic part of Dentons' positive and forward-thinking culture -- a culture that has always been critical to the success of Dentons and its clients. Dentons' pro bono work not only contributes to the professional development of Dentons lawyers and professionals and their desire to make a lasting and positive impact on the cities in which they live and work, it also reinforces Dentons' entrepreneurial approach to solving problems in today's complex world.

Dentons' pro bono efforts are too numerous to name individually. Our global social impact topics include ending human trafficking, defending the innocence of wrongfully convicted persons, representing those displaced by war, and empowering students worldwide. For example, in New Orleans, Dentons supports STEM NOLA, an organization whose mission is to grow future innovators, creators, and makers by exposing, inspiring and engaging New Orleans communities to opportunities in Science, Technology, Engineering, and Math, with a particular focus on underserved communities across the city.

In 2015, Dentons partnered with Babson College and the Global Initiative Against Transnational Organized Crime to sponsor a three-part Anti-Human Trafficking Webinar Series. Dentons sponsors Equal Justice Works Fellows, and is also working with lawyers from the American Civil Liberties Union to secure marriage equality in Kansas. A team of lawyers from Dentons' New York and Chicago offices assisted in the creation of the first full service pediatric hospital in Luang Prabang, Laos. A Dentons team in Chicago successfully obtained an order that provided for substantive change to how seriously mentally ill prisoners are treated while segregated, and the Illinois Department of Corrections is now committed to spending \$85 million to build new facilities and hire staff for an estimated annual cost of \$75 million to improve conditions for those suffering from a lack of adequate care. A team of Dentons lawyers from across the U.S. is also assisting the International Refugee Assistance Program to help refugees displaced by war and persecution. And Dentons team members Jennifer Morrissey and Presley Reed have worked for years in assisting innocent men and women obtain exonerations of wrongful convictions as part of their work for the Innocence Project.

Dentons team member Presley Reed serves as the Washington, D.C. office Pro Bono partner, working to coordinate and oversee pro bono activity in the Washington, D.C. office.

Dentons core team also includes exceptional attorneys: **Clint Vince, Presley Reed, Jr., Emma Hand, David Shaffer, Jennifer Morrissey, Jay Beatmann, and Basile J. Uddo.**

Clint Vince holds leadership positions with four of the most prestigious and renowned energy policy think tanks--the World Resources Institute ("WRI"), the Aspen Institute, Alliance to Save Energy ("A2SE"), and the Keystone Policy Center. His recognized "ability to make each [stakeholder] feel respected and valuable, and to guide even the most contentious topics to amicable resolve," has been critical to perpetuating each organization's legacy of predicting and shaping domestic and global energy policy.

Clint currently serves on two boards of trustees at the Keystone Center: the main organization's Board of Trustees, which he co-chaired from 2008-2010, and the Energy Board, which he co-chaired from 2003-2008. Clint was previously honored as the first ever recipient of the "Founder's Award" for exemplifying Keystone's mission "to inspire leaders to rise above entrenched positions to reach common higher ground" in advancing solutions to society's most challenging environmental, energy, and public health problems.

For over five years, Clint has served as member of the Board of Directors of the WRI, an independent, non-partisan and nonprofit environmental think tank. WRI is a global research organization that spans more than 50 countries and focuses on critical issues, including energy, at the intersection of environment and development. WRI has been instrumental in both domestic policy changes, including U.S. legislation on sulfur dioxide emissions, and foreign policy changes, including U.N. treaties on climate change.

Additionally, Clint co-chairs the Aspen Institute's exclusive Energy Policy Forum ("EPF"), an annual, invitation-only gathering of energy policy experts that has predicted and shaped global energy policy for over 40 years. Continuing this legacy, the 2016 Forum brought together energy, environment and economic thought leaders from opposite ends of the spectrum to discuss domestic power generation, grid security and resilience, and low-carbon technology development.

Clint also serves as the outside General Counsel to and member of the Executive Committee of the Board of Directors for the non-profit coalition of business, government, environmental and consumer leaders, A2SE. A2SE was founded nearly 40 years ago, in response to the period following the oil embargo chaos of the 1970s. It continues its mission to create an energy-efficient world through advocacy.

As a key policy advisor to Council, Clint's unique access to cutting-edge insights on energy efficiency, climate change, and renewable energy developments enhance the Council's ability to provide the highest quality of energy services to New Orleans ratepayers at the lowest reasonable cost.

Clint's record of service and leadership within the energy sector reflects his 30-year relationship with the Council in at least two additional respects. First, as the former editor-in-chief of the Federal Energy Law Journal ("FELJ"), his scholastic leadership reflects the Council's own advanced understanding of energy issues. Clint also served as the Chair of the Foundation of the Energy Law Journal (1994-1998).

Second, Clint's leadership in diversifying the energy sector reflects the Council's own concern for its diverse base of New Orleans constituents. In addition to internal accolades and diversity initiatives championed by others under his supervision, Clint has been recognized by the Women's Council on Energy and the Environment ("WCEE") for his mentorship of and role in advancing women in the fields of energy and the environment. In 2012, he was awarded WCEE's prestigious "Champion" Award, marking only the second time since its creation in 1998 that this award was presented to an individual in private legal practice.

Presley R. Reed, Jr. has advised the Council on local and federal regulation of electricity and natural gas and the interaction of federal, state and local utility issues since 2003. He will continue to serve as Mr. Vince's principal deputy for this engagement. Mr. Reed has served as an Attorney and Managing Attorney at FERC, and previously was a Staff Attorney and Deputy General Counsel for the Public Service Commission of the District of Columbia, which is the Council's utility regulatory counterpart in Washington, D.C. During this period, he also served on the Editorial Advisory Board, PUR Utility Weekly and the Staff Subcommittee on Electricity of the National Association of Regulatory Utility Commissioners. Presley began his legal career as a member of the staff of the Texas Public Utility Counsel, the state utility consumer advocate. During his 29-year career, he has either litigated or served as an advisor on virtually every type of regulatory issue including issues involving the development of energy-efficiency programs, net metering regulations and integrated resource planning. Mr. Reed is also a member of the American Association of Blacks in Energy.

Emma F. Hand has over 15 years' experience advising municipalities, large energy customers, public power entities, and load-serving entities regarding energy law in both regulatory and litigation settings. She has assisted her clients in developing energy efficiency programs and negotiating and seeking regulatory approval of special

power contracts with their utility as well as advocating for and defending their interests in a variety of proceedings before FERC, the U.S. Courts of Appeal and the Public Utilities Commission of Ohio. She also regularly advises clients on recent developments in the energy industry and the implications of those developments for their businesses. She currently serves as President of the Energy Bar Association (“EBA”), and sits on the boards of the Charitable Foundation of the EBA and the Foundation of the Energy Law Journal.

David Shaffer’s practice focuses on representing and advising retail regulatory bodies and electric and natural gas public utilities on regulatory and compliance matters before FERC and the federal courts. He has particular experience with transmission systems and organized electricity markets. This includes analyzing technical information on public utility operations and interpreting statutory, tariff and policy requirements, as well as energy and capacity markets rules and practices. He also provides regulatory insight and strategic guidance on subjects related to resource adequacy, transmission planning and cost allocation, and reliability standards. Prior to joining Dentons, he practiced with Wright & Talisman, PC also on electric and natural gas regulatory matters, advising an RTO in its transition to a day-ahead and real-time energy and operating reserve markets and representing natural gas companies in litigation and transactional matters.

Jennifer A. Morrissey specializes in representing a variety of clients before FERC and in federal district court and appellate courts on electric and natural gas matters. She also has experience with enforcement matters and provides regulatory support to the firm’s energy transactions attorneys. She represented a national association of large end-users before FERC and in connection with RTO/independent system organization (“ISO”) and other regional energy matters of interest to the association’s membership. She is also experienced in energy and environmental regulatory matters related to mergers and acquisitions of utility assets. Prior to joining Dentons’ team, she practiced with Cleary Gottlieb Steen & Hamilton LLP on energy regulatory, litigation and transactional matters, representing primarily industrial consumers, trade associations, financial institutions, and investors in energy-related facilities. Jennifer sits on the Board of the Foundation of the Energy Law Journal. She frequently writes and speaks on electric and natural gas regulatory and policy matters. In addition to her law degree, she is a former Fulbright Scholar and holds a masters degree in economics and international law.

Jerry A. “Jay” Beatmann, Jr. is a member of the Firm’s Energy Practice. Jay has represented private and public clients in utility matters before the New Orleans City Council and the LPSC. Those representations have involved various issues regarding electric, natural gas and telecommunications services provided to ratepayers in New

Orleans and throughout Louisiana. Jay has provided advice and representation in the overwhelming majority of electric and gas ratemaking proceedings before the New Orleans City Council since 1999. These proceedings include major base rate cases, fuel adjustment clause proceedings, formula rate plan proceedings, energy efficiency proceedings, and numerous other electric and gas regulatory dockets that have a direct impact on ratepayers.

Basile J. Uddo is associated local counsel to Dentons, who is a member of the Dentons' New Orleans team through a contract with the firm. Basile has been a member of the Dentons team since 2012 and has been active in most matters that Dentons has handled for the Council during that time. Basile had a lead role in laying the ground work for the Council's relatively new but urgent physical and cyber security oversight and enforcement. He has also had a lead role in carrying out the Council's resolution regarding improved storm hardening efforts by ENO.

Basile was a full-time Professor of Law at Loyola College of Law, Loyola University (N.O.) for 22 years. After his academic career, Basile's private practice has focused largely on municipal law including telecommunications franchise law and regulation. He has served as legal counsel to the Council's telecommunications committees for over 20 years. Basile also has experience in municipal land use, zoning and land use planning. Additionally, Basile has experience in bankruptcy matters, including serving as the Council's local counsel during the ENO post-Katrina bankruptcy. He is also recognized as an expert and often consults in matters of professional and governmental ethics.